

WEST HAYMARKET JOINT PUBLIC AGENCY (JPA)
Board Meeting
July 12, 2013

Meeting Began At: 3:02 P.M.

Meeting Ended At: 3:50 P.M.

Members Present: Tim Clare, Chris Beutler, Doug Emery

Item 1 -- Introductions and Notice of Open Meetings Law Posted by Door

Chair Beutler opened the meeting with introduction of the Board members. He advised that the open meetings law posted at the back of the room is in effect.

Item 2 -- Public Comment and Time Limit Notification

Public comment is welcome. Beutler stated that individuals from the audience will be given a total of five minutes to speak on specific items listed on today's agenda. Those testifying should identify themselves for the official record and sign in.

Item 3 -- Approval of the minutes from the JPA meeting held June 14, 2013

Beutler asked for corrections or changes to the minutes of the June 14, 2013 meeting. Being none, Clare moved approval of the minutes. Emery seconded the motion. Motion carried 3-0.

Item 4 -- West Haymarket Progress Report

Paula Yancey, PC Sports, distributed a project status update for the Pinnacle Bank Arena and associated infrastructure projects. The local participation report shows all the workers on the project, including professional and engineering workers. There have been 2,882 workers including 1,685 (58%) from Lincoln/Lancaster County and another 916 (32%) from Nebraska outside Lancaster County. In reviewing the 2,606 Davis Bacon construction employees, there have been 1,544 (59%) workers from Lincoln/Lancaster County and another 865 (33%) Nebraska workers from outside Lancaster County. There have been 434 contracts let with 322 or 74% going to Nebraska firms.

Adam Hoebelheinrich, PC Sports, proceeded with the infrastructure progress update for the area around the arena. He displayed the following photos:

- Progress has been made in the festival area. The parking lot is now 2/3 done and the driveways into the parking lot are complete. Crews are now starting on the ramp and steps up to the bridge.
- The canopy is progressing well. Painting and roof installation began this month. In the next week or two crews will start pouring the platform under the canopy.
- Sampson Construction is working on silva cells. Silva cells are areas for trees to grow so they can grow properly and not get into pipes.
- Crews will be doing landscaping at the double roundabouts, which will include sod and irrigation systems.

- Hausmann/Dunn has progressed well on Parking Deck 1. It will open on August 1. They are currently installing parking equipment and striping parking lanes.
- View of the overall site off the parking garage looking to the southeast. Oscar has started construction and has a pile operation going.
- Q Street has been poured since the last meeting. They are now working on the sidewalks. Hawkins has done an excellent job with the street project. They are ahead of schedule as far as drivable surfaces. The last major drivable surface was poured yesterday. Hawkins now just has a bike lane, sidewalks and some inlets to finish up. They are looking at starting to open streets in late July or early August.
- Backfilling of the DEC south extension piping has started. They now have some pressure tests and pipe flushing to do.
- Aerial photo of the Arena taken on June 17, 2013.
- Overall aerial image of progress to date on the entire Haymarket site as of June 17, 2013.

John Hinshaw, Mortenson Construction, gave an update on the Arena.

Milestones achieved this month include the following:

- Successfully made ice in the Arena at the end of June.
- Premium level is complete.
- Sound system is up and running.
- Exterior lighting has been installed.
- Site signage is going up.
- Site paving is nearing completion.
- Garage concrete has been completed and they are working on the punch list.
- Super Flush, to simulate half time in the arena, was successfully completed.
- Worked 185 days without a safety incident.
- Down to 200 craft workers on site daily, from a high of 350-400.
- They have worked 402 days with only one safety incident.

Hinshaw displayed photos of the following:

- Workers cleaning the seats.
- Wet floor from where the ice was tested at the end of June.
- Punch list process with Mortenson, SMG, DLR and PC Sports present.
- Terrazzo floor operation is ongoing in the lobby.
- Main Concourse is nearing completion. The floor has been polished.
- Premium level finishes are completing.
- Suites are complete, just doing punch list items.
- North face of the garage, the entryway needs to be finished up.
- Signage installed along Pinnacle Bank Drive
- The concrete was poured for the front entrance of the arena in June.
- The light sculpture in the Lobby.

Beutler noted that the picture on the front of the handout shows lighting shooting upwards illuminating the underside of the arena dome. He wanted to make sure that was actually how it would look. Hinshaw confirmed it would. The lighting has already been installed and was on this morning. The lighting goes all the way around with the exception of the north side. That is where the Pinnacle Bank Arena sign will be and it will be lit up. The N will also be lit up on the east side.

Clare asked if the project is still on time. Hinshaw said yes, they will probably be a day or two early.

Jane Kinsey, Lincoln Watchdogs, came forward and asked who was working on the pedestrian bridge. Paula Yancey stated several firms are working on it. Hawkins is the General Contractor and e.Construct is the engineer of record. Thornton Tomasetti is the third party independent inspection reviewer and there are several other layers of review that are ongoing. Beutler noted that the Board will be discussing the bridge under Item 7, and asked Kinsey to come forward at that time.

Item 5 -- WH 13-60 Resolution to approve the Amended Memorandum of Agreement by the West Haymarket Joint Public Agency pursuant to the Department of Environmental Quality by the Remedial Action Plan Monitoring Act to incorporate modifications to the property boundaries covered under the Voluntary Cleanup Program for the former Alter Scrap and JayLynn, LLC parcels.

Frank Uhlarik, Public Works, brought forward an amended agreement with Nebraska DEQ regarding the boundaries of the Alter and JayLynn properties. These properties have been modified and included in the Voluntary Cleanup Program (VCP). There are no fees, costs or issues associated with this agreement, just legal boundaries that need to be updated. The original parcels were bounded by rail lines that have been removed and the new boundaries take into account those modifications. This is just a formality to get the revised property boundaries directly into the Memorandum of Agreement and VCP application.

Beutler asked if this is a negotiated agreement with the regulators. Uhlarik answered yes, and added that NDEQ has already reviewed and approved it.

Beutler asked for public comment. Seeing none Clare moved approval of the resolution. Emery seconded the motion. Motion carried 3-0.

Item 6 -- WH 13-61 Resolution to approve an Adoption Agreement for Professional Services between Radiant Systems, Inc., NCR Corporation, and the West Haymarket Joint Public Agency regarding the purchase and installation of hardware and software for the Arena, pursuant to Bid No. 12-257, to bind Radiant Systems, Inc. as a party to the Agreement.

Canda Jellenc, PC Sports, explained that this resolution is an amended Memorandum of Agreement between NCR, Radiant Systems and the JPA. Radiant Systems and NCR are providing all of the hardware and software for the points of sale in the concessions. Radiant Systems is a subsidiary of NCR and they would like to amend their contract to state the same. This would not change any of the provisions of the original agreement.

Beutler asked for public comment. Seeing none Emery moved approval of the resolution. Clare seconded the motion. Motion carried 3-0.

Item 7 -- WH 13-62 Resolution to approve and ratify the Letter Agreement between the West Haymarket Joint Public Agency and JACOR Contracting, Inc. for labor, equipment, materials and insurance for epoxy injection mock-ups of precast girders for the Pinnacle Bank Arena Pedestrian Bridge Project.

Chris Connolly, City Law Department, explained that this is a ratification of an agreement with JACOR Contracting. They are a specialty contractor hired to do testing on portions of the pedestrian bridge to determine if epoxy can be successfully injected into some cracks. The engineers can then determine if this is the kind of fix they want to move forward. JACOR needed to be hired right away, however, if

they are needed for more extensive work. Hawkins has agreed to bring them on as a subcontractor. This should be the only time they are hired directly through the JPA.

Emery asked if the costs associated with this would eventually be part of a claim against whoever is determined to be responsible for the bridge failure. Emery wants the public to know that the JPA is doing this with the understanding that they will be refunded. Connolly agreed and noted that his office intends to pursue the appropriate party for any expenses the JPA is incurring because of the failure.

Beutler asked for public comment. Jane Kinsey came forward and asked what other companies were working on the pedestrian bridge and if Thornton Tomasetti was monitoring Hawkins as they work on the rest of the bridge. Connolly stated that Tomasetti does not have someone on site every day, but is fully aware of everything that is going on. They are involved in weekly meetings and are reviewing all of the reports the engineers are preparing. The other companies involved are Olsson Associates who did the design, Wiss Janey Elstner Associates out of Chicago, Olson Engineering out of Denver and Terracon.

Kinsey asked how much this testing would cost. Connolly advised that they do not yet have a figure but the testing is limited to less than \$10,000. This was something that needed to be done right away as a result of the reports and observations of the engineers. If further work is needed, JACOR will be hired by Hawkins.

Hearing no further public comment, Emery moved approval of the resolution. Clare seconded the motion. Motion carried 3-0.

Item 8 -- WH 13-63 Resolution to approve and ratify Lease Addendum #3 with CH Ltd. (as Landlord) which assigns the Lease for the use of the premises known as 200 Armour Bldg., 100 N. 8th Street, Lincoln, NE 68508, from Legends Sales & Marketing, LLC (as Tenant) to the West Haymarket Joint Public Agency.

Dan Marvin reported that this resolution is a transfer of a lease agreement from CSL Legends to the JPA. In 2010, the JPA contracted CSL Legends to sell naming rights, sponsorship rights, suites, club seats and loge boxes. That process has been completed so the JPA is picking up the cost of the lease until the lease term is over, which will be on October 31. SMG staff has grown and so their overflow will operate out of this building. Marvin will bring forward another deductive change order for about \$300,000 to reduce the original contract with CSL Legends at a future meeting.

Beutler asked for public comment. Seeing none, Clare moved approval of the resolution. Emery seconded the motion. Motion carried 3-0.

Item 9 -- WH 13-64 Resolution to approve the Theatrical Xenon Spotlights Contract with Theatrical Media Services Inc. for the furnishing and installation of the spotlights for the Pinnacle Bank Arena described in Bid No. 13-199.

Yancey stated that this resolution is for approval of the furnishing and installation of spotlights in the Pinnacle Bank Arena. These are the big lights that are put up in the catwalks, shine down on the stage, and provide theatrical lighting. They were bid through the Purchasing Department. The first bid came in over budget due to some confusion as to how to fill out the form. It was then rebid and Theatrical Media Services was the successful low bidder at \$117,612, which is within the budget. Pershing currently has four spotlights that are in use at their facility that they will continue to use until Pershing

closes its doors. They will then be brought over in addition to these. Those lights are 20 years old so some new ones are needed for the arena to be active during the crossover time of both buildings.

Beutler asked for public comment. Seeing none, Emery moved approval of the resolution. Clare seconded the motion. Motion carried 3-0.

Item 10 -- WH 13-65 Resolution to approve the Restroom Supplies Contracts with Cash-Wa Distribution Co. and Hillyard Inc. to provide and install Restroom Supplies as described in Bid No. 13-154 for the Pinnacle Bank Arena.

Rick Peo, City Law, came forward and informed the Board that they accidentally included a City contract on the agenda. This item does not need JPA approval and can be approved by the Mayor through Executive Order. He asked that this item be removed from the agenda.

Without objection, Beutler removed item WH 13-65 from the agenda.

Item 11 -- WH 13-66 Resolution authorizing the Chairperson of the West Haymarket Joint Public Agency to enter into a Contract not exceeding the budgeted amount with the lowest bidder (or sole source provider as the case may be) for the furnishing and installation of a Cisco United Wireless Network to match the existing Cisco infrastructure.

Yancey stated that this resolution is for the JPA Chair to enter into a contract with either the low bidder or sole source provider for the wireless network in the arena. This contract has a not to exceed amount of \$475,000. This package has been designed in such a way that it aligns with the current Cisco infrastructure and equipment that is already installed within the building. It is currently out for bid and closes on July 17. If the bids are within the quoted numbers they have from some vendors, the contract can be awarded. If the bids are over the budget numbers then they would look at a sole source provider to keep it within the FF&E budget. This approval will allow them to get the equipment installed as quickly as possible.

Clare asked if it would be installed in time for the opening. Yancey is hoping so but it might not make the August 14 date. She will then push to have it for some of the major event dates. Beutler stated that this purchasing method is not out of the ordinary for this kind of situation, and asked if this has been approved by the Purchasing Department. Yancey confirmed that it was and added it was also approved by the Law Department.

Beutler asked for public comment. Seeing none, Emery moved approval of the resolution. Clare seconded the motion. Motion carried 3-0.

Item 12 -- WH 13-67 Resolution authorizing the JPA's Chair or Purchasing Agent to enter into contracts or issue Purchase Orders respectively to the lowest bidder for the furnishing of the following Pinnacle Bank Arena FF&E items: (1) Remaining Furniture Items, Medical Tables, Outdoor Patio Burners; (2) Window Treatments; (3) Electrical Services Dis. Equip.; (4) Draping/Curtains; (5) Material Handling Equipment; (6) Sound and Lighting Equipment; (7) Small Tools, Storage Racks, Traffic Control; (8) Smallwares; (9) Kubota Utility Vehicles; (10) Café Express; and (11) Club Car Carryall.

Jellenc explained that this item is requesting authorization for the JPA Chair to approve contracts or purchase orders for several of the remaining FF&E items. This was discussed at the last meeting. These

items include pieces of furniture, window treatments, portable power, sound and lighting equipment, small tools and utility vehicles. All of these items will be bid through the Purchasing Department and are in the budget. These items are coming before the Board together this way so that these items can be awarded and acquired quickly and so that many small contracts do not have to come before the Board.

Clare asked if there would be enough time to get the items properly bid and awarded using the City's Purchasing Department. Jellenc noted that most of the items are already out for bid or have been bid since the last meeting.

Beutler asked for public comment. Jane Kinsey asked if the awarded amounts will be available to the public and where they can be found. Paula Yancey advised that they will be available on the Purchasing Department's website and the budgeted figures are on the resolution.

Rick Peo came forward and pointed out for the record that the JPA operates under the County Purchasing Act and it designated the City Purchasing Agent as the Purchasing Agent for the JPA. Most of these types of purchases are authorized under that Act once it is in the approved JPA budget. The past practice of formal approval of each item is to be as transparent as possible and keep the Board apprised of individual items.

Emery noted that this is something that was asked for at the last meeting so the public could see what is being purchased and the not to exceed numbers. He was appreciative of everyone taking the extra time to provide this information so that the Board could look at a number rather than something abstract.

Hearing no further public comment, Emery moved approval of the resolution. Clare seconded the motion. Motion carried 3-0.

Item 13 -- WH 13-68 Resolution to approve the Amended and Restated Facilities Agreement with the City of Lincoln, Nebraska.

Dan Marvin advised that this item is an amended and restated facilities agreement. The Facilities Agreement is the master agreement in the way things are operated between the City and the JPA. Its principle purpose is to ready the City for the issuance of the \$25 million Turnback tax debt that will be issued later this month. That debt, which was originally approved by the voters in the 2010 election, will be issued and then used to finance a portion of the arena.

The secondary purpose of this agreement is to create some clarity in the ownership of the parking garages and where the revenue from the parking garages goes. There is an addition in the recitals (#5) that states the arena project and the parking garages constructed as infrastructure projects be owned by the agency for so long as the bonds are outstanding. A significant change to the facilities agreement would be on page 6 under section 5A, that talks about the parking facilities ownership and the management agreement with the parking enterprise fund. Another change can be found under Section 5B #2, which addresses the transfer and dedication of some of the assets the JPA has created. Those assets, which are principally utility and road projects, will be dedicated and transferred over to the City.

Beutler asked for public comment. Seeing none Clare moved approval of the resolution. Emery seconded the motion. Motion carried 3-0.

Item 14 -- WH 13-69 Resolution to approve Amendment No. 010.1 to the Agreement with DLR Group, Inc. dated September 1, 2010 providing for an increase in IPTV Architectural Coordination hours.

Paula Yancey reported that this amendment to the agreement with DLR Group is for architectural coordination of the IPTV system. This would be for any TVs that need a surround coordinated in with the interior of the building. The negotiated amount for this item is \$16,000 and it falls within the arena budget.

Beutler asked for public comment. Seeing none, Clare moved approval of the resolution. Emery seconded the motion. Motion carried 3-0.

Item 15 -- WH 13-70 Resolution to approve the Guaranteed Price Amendment to the Construction Manager at Risk Agreement with Hausmann/Dunn, a joint venture, to establish \$13,294,244 and \$5,871,412 as the amount the Contract Sum shall not exceed for Precast Parking Deck Nos. 2 and 3, respectively.

Adam Hoebelheinrich advised the Board that this resolution is for approval of a guaranteed price amendment between the JPA and Hausmann/Dunn. The resolution establishes the Parking Deck 3 GMP at \$13,294,244 and approves a partial Deck 2 GMP at \$5,871,412. The GMP was reached with the Deck 3 65% drawings and where it made sense for economies of scale, Deck 2 scopes were bid with the Deck 3 scopes. This includes precast, precast erection and elevators. Both garages were bid together in with the idea that they would obtain a better price.

The final GMP for Deck 2 will be brought forward at a future JPA meeting once the design progresses. The amendment will be funded from and is within the Phase 2 project.

Beutler asked for public comment. Seeing none Emery moved approval of the resolution. Clare seconded the motion. Motion carried 3-0.

Item 16 -- WH 13-71 Resolution to approve the West Haymarket Joint Public Agency Thermal Energy Service Rate Class 1 formula rate charges for all Rate Class 1 customers receiving energy services from the West Haymarket Joint Public Agency.

Chris Connolly explained this resolution is a Rate Class 1, which goes back to the thermal services agreement with Project Oscar. A similar agreement was approved at the last meeting for TDP Phase 1. This Rate Class 1 is similar but not identical to Rate Class 2. The difference is with the amount of money the customer pays upfront.

Beutler asked for public comment. Jane Kinsey asked who would be in the office retail area. Connolly stated he did not know because this building is not being put up by the JPA. The JPA is only providing thermal energy services to the building. The services will be provided from piping coming from the DEC plant. The DEC sells it to the JPA and the JPA then sells it to Project Oscar LLC.

Hearing no further public comment, Emery moved approval of the resolution. Clare seconded the motion. Motion carried 3-0.

Item 17 -- WH 13-72 Resolution to approve the Customer Energy Service Agreement between Project Oscar, LLC and the West Haymarket Joint Public Agency for Energy Services to the office/retail space at the Southwest Corner of Canopy Drive and P Street.

Connolly advised that this is the actual agreement to provide energy services to Project Oscar. It is very similar to what was done with TDP Phase 1. There are no appreciable differences.

Clare noted that the only differences are because TDP and Project Oscar elected for one pricing methodology over another.

Beutler asked for public comment. Seeing none, Clare moved approval of the resolution. Emery seconded the motion. Motion carried 3-0.

Item 18 -- Set Next Meeting Date

The next meeting date is set for Friday, July 26, 2013 at 3:00 p.m. in Room 303.

Item 19 -- Motion to Adjourn

Clare made a motion to adjourn the meeting. Emery seconded the motion. The meeting adjourned at 3:50 p.m.

Prepared by: Melissa Ramos-Lammli, Public Works and Utilities